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Holme Roberts &amp; Owen LLP

August 10, 2000



James P. O'Brien, Esq.  
O'Brien Law Office, P.C.  
401 N. Washington  
P. O. Box 7936  
Missoula, MT 59807

Dear Jim:

This letter memorializes the agreement between W.R. Grace and Millwork West regarding the temporary relocation of Millwork West.

Katheryn Jurva  
Coggan  
(303) 866-0208  
coggan@hro.com

Attorneys at Law

2700 Lincoln Street  
Suite 2700  
Denver, Colorado  
80203-4541  
Tel (303) 862-7000  
Fax (303) 866-0200  
www.hro.com

Denver  
Salt Lake City  
Boulder  
Colorado Springs  
London

Buildings

Grace will arrange for the construction of two buildings at property located on Highway 2 owned by Universal Land Corporation and commonly known as the "Old Stimpson property." The first building will be 50' by 140'. The building shall contain 12 foot posts at 12 foot intervals supporting trusses at least eight foot (8') high.

The second building will be 50' by 100' and will likewise contain 12 foot posts at 12 foot intervals supporting trusses at least eight feet (8') high. The total indoor floor space will be approximately 12,000 square feet. The buildings will both be wooden post frame with steel walls and steel roofs. Both buildings will be constructed with natural light panels along the top two feet of each side wall. Each building will have four doors 3' by 6' 8" and two garage doors 12' by 12', offset from center approximately six feet (6'). The floors will consist of crushed, dust-treated gravel or equivalent. The buildings will include racks, bins and shelves comparable to facilities currently in use by Millwork West for storage.

Landscaping

At the completion of construction of the two buildings, Grace will remove the cyclone fence from its present location between the building site and the highway and install 6' cyclone fencing with two 20 foot gates (one at each fence line) for access to the area between the buildings providing additional outdoor storage to Millwork West. Grace will arrange for removal of the bushes and short trees between the buildings and the highway.

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Miscellaneous

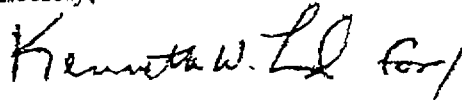
Grace will clean and move the retail office from the Export Plant to the Old Stimpson property. Grace will also provide [REDACTED] for the duration of the temporary relocation. Grace will arrange for power and phone service to be run to the retail office and available concurrently with the move of the office. For the duration of the temporary relocation, Grace will provide advertising that identifies the location of Millwork West on Cablevision television (at \$40/month) and by placing 1/4 page advertisements in the Libby newspaper twice each month.

The front edge of the buildings will be parallel with the curb of Highway 2. The Northwest corner of building 1 will be 62 feet from the current North fence line and 35 feet from the current West fence line.

Grace's obligations under this agreement terminate when the removal action at the Export Plant property is deemed complete. Buildings must conform to whatever requirements are deemed necessary by the local governing authorities.

Please indicate Millwork West's assent to the details of this letter by having your client sign below as indicated and return this letter to me. Thank you.

Sincerely,



Kathryn Jarvis Coggon

Agreed to by Millwork West

Date: \_\_\_\_\_

cc: David M. Cleary

Agreed to by W.R. Grace

Date: Aug 15, 2000

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